PATENT ASSIGNMENT

WHEREAS, Cirrus Logic, Inc., a California corporation with offices located at 3100 West Warren Avenue, Fremont, California 94538, ("Assignor") is the sole and exclusive owner of the entire right, title and interest in certain United States and foreign patents and patent applications and the inventions covered thereby, identified in the attached Exhibit A ("Acquired Patents"); and

WHEREAS, S3 Incorporated, a Delaware corporation with offices located at 2801 Mission College Blvd; Santa Clara, California, 95054 ("Assignee") is desirous of acquiring the entire right, title and interest in, to and under said Acquired Patents--subject to the Patent Sale, Assignment and Cross-License Agreement by and among Assignee, Assignor and Assignor's subsidiary, Cirrus Logic International Ltd., dated as of January 26, 1998, (the "Cross-License Agreement");

NOW, THEREFOR, to all whom it may concern; be it known for good, sufficient and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby sell, assign, transfer and set over to Assignee, said Acquired Patents for its own use and enjoyment and that of its successors, assigns or other legal representatives, to the end of the term or terms for which said Acquired Patents are or may be granted or issued--subject to the Cross-License Agreement.

IN WITNESS WHEREOF, Assignor and Assignee have caused these presents to be signed by their officers duly authorized to execute this agreement of behalf of the parties recited above.

CIRRUS LOGIC, INC.

By: _____
Robert F. Donohue
Its: Vice President; Chief Legal Officer, General Counsel, and Secretary

S3 Incorporated

By: _____
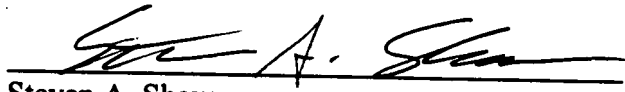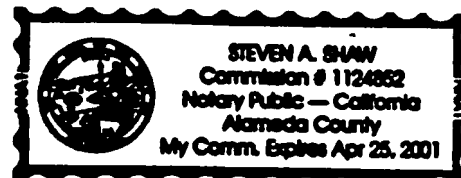Terry N. Holdt
Its: Chairman and CEO

State of California
                                :ss
County of Alameda

On _____5/13/98_____, before me; Steven A. Shaw, Notary Public,
personally appeared Robert F. Donohue personally known to me to be the person whose
      name is subscribed to the within instrument and acknowledged to me
      that he executed the same in his authorized capacity, and that by his
      signature on the instrument the person or the entity upon behalf of
      which the person acted, executed the instrument.

WITNESS my hand and official seal

_____
Steven A. Shaw
Notary Public in and for the State of California
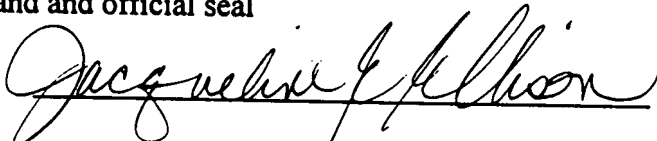My Commission Expires: April 25, 2001

STEVEN A. SHAW
Commission # 1124882
Notary Public — California
Alameda County
My Comm. Expires Apr 25, 2001

State of California
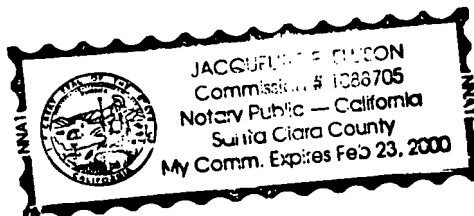
                                ss
County of Santa Clara

On March 16, 1998_____, before me; JACQUELINE F ELLISON Notary Public)
personally appeared Terry N. Holdt personally known to me (or proved to me on the
      basis of satisfactory evidence) to be the person whose name is
      subscribed to the within instrument and acknowledged to me that
      he/she executed the same in his/her authorized capacity, and that by
      his/her signature on the instrument the person or the entity upon
      behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal

_____
Notary Public in and for the State of California
My Commission Expires: Feb 23, 2000

JACQUELINE F ELLISON
Commission # 1086705
Notary Public — California
Santa Clara County
My Comm. Expires Feb 23, 2000

EXHIBIT A

Patent Number   Title

5.581.279   VGA CONTROLLER CIRCUITRY

5,608,864   VARIABLE PIXEL DEPTH AND FORMAT FOR VIDEO WINDOWS

5,521,614   METHOD AND APPARATUS FOR EXPANDING AND CENTERING VGA
             TEXT AND GRAPHICS

5,537,128   SHARED MEMORY FOR SPLIT-PANEL LCD DISPLAY SYSTEMS

5,625,379   VIDEO PROCESSING APPARATUS, SYSTEMS AND METHODS

5,402,513   VIDEO WINDOW GENERATOR WITH SCALABLE VIDEO

5,293,159   METHOD AND APPARATUS FOR PRODUCING PERCEPTION OF HIGH
             QUALITY GRAYSCALE SHADING ON DIGITALLY COMMANDED
             DISPLAYS

5,241,642   IMAGE MEMORY CONTROLLER FOR CONTROLLING MULTIPLE
             MEMORIES AND METHOD OF OPERATION

5,422,827   INTEGRATED VIDEO SCALING AND SHARPENING FILTER

5,440,683   VIDEO PROCESSOR MULTIPLE STREAMS OF VIDEO DATA IN REAL-
             TIME

Cirrus Ref. No.	Serial No. Patent No.	Title
0114	08/061,802	PROCESS FOR PRODUCING SHADED COLORED IMAGES USING DITHERING
0125	08/402,862	VIDEO PROCESSING APPARATUS, SYSTEMS AND METHODS
0129	08/098,846	A SYSTEM AND METHOD FOR THE MIXING OF GRAPHICS AND VIDEO SIGNALS (abandoned)
0129C	08/683,102	A SYSTEM AND METHOD FOR THE MIXING OF GRAPHICS AND VIDEO SIGNALS
0319	08/474,416	BRIGHTNESS CONTROL FOR LIQUID CRYSTAL DISPLAYS
0329	5,668,941	OPTIMUM IMPLEMENTATION OF X-Y CLIPPING ON PIXEL BOUNDARY
0353	08/536,315	METHOD AND APPARATUS FOR UPSCALING VIDEO IMAGES IN A GRAPHICS CONTROLLER CHIP
0369	5,703,618	A METHOD AND APPARATUS FOR UPSCALING VIDEO IMAGES WHEN PIXEL DATA USED FOR UPSCALING A SOURCE VIDEO IMAGE ARE UNAVAILABLE
0379	08/576,870	METHOD AND APPARATUS FOR PROCESSING GRAPHICS AND VIDEO PIXEL DATA IN A GRAPHICS CONTROLLER
0380	5,675,773	A GRAPHICS DISPLAY SYSTEM WITH A LOW LEVEL HARDWARE DEPENDENT GRAPHICS LIBRARY
0391	08/619,203	HARDWARE ASSIST FOR YUV DATA FORMAT CONVERSION TO SOFTWARE MPEG DECODER
0469	08/673,774	OBJECT REFERENCED MEMORY MAPPING
0479	08/672,620	REGISTER SET REORDERING FOR A GRAPHICS PROCESSOR BASED UPON THE TYPE OF PRIMITIVE TO BE RENDERED
0484	08/707,937	APPARATUS, SYSTEMS AND METHODS FOR CONTROLLING DATA OVERLAY IN MULTIMEDIA DATA PROCESSING AND DISPLAY SYSTEMS USING MASK TECHNIQUES
0495	08/724,618	INSTRUCTION FORMAT FOR ENSURING SAFE EXECUTION OF DISPLAY LIST
0520	08/841,360	METHOD FOR CONFIGURING A COMPOSITING BUFFER INTO VARIABLE BAND SIZES
0526	08/803,460	METHOD FOR TRIANGLE SUBDIVISION IN COMPUTER GRAPHICS TEXTURE MAPPING TO ELIMINATE ARTIFACTS IN HIGH PERSPECTIVE POLYGONS

0527   08/777,557   IMPROVED DITHERING METHOD AND APPARATUS USING RAMP PROBABILITY LOGIC

0527P   08/856,546   SOFTWARE-BASED DITHERING METHOD AND APPARATUS USING RAMP PROBABILITY LOGIC

0546   08/803,461   METHOD AND APPARATUS FOR ADJUSTING GRAPHICS PROCESSING PROCEDURES BASED ON A SELECTABLE SPEED/QUALITY GAUGE

0548   08/818,053   METHOD AND APPARATUS FOR SHORTEN DISPLAY LIST INSTRUCTIONS

0591   08/821,125   METHOD AND APPARATUS FOR PROGRAMMING A GRAPHICS SUBSYSTEM REGISTER SET

0595   08/822,069   METHOD FOR EMULATING VIDEO PORT MANAGER INTERFACE

0734   08/968,309   OPPOSING DIRECTIONAL FILL CALCULATORS IN A GRAPHICS PROCESSOR

Unfiled Draft Applications

Cirrus Ref. Number   Title

0515   GRAPHICS PRIMITIVES DECOMPOSITION USING EDGE FUNCTIONS AND RECURSIVE TILE SUBDIVISION

0541   PARALLEL ARCHITECTURE FOR GRAPHICS PRIMITIVES DECOMPOSITION

FOREIGN PATENT APPLICATIONS

EUROPE

0168EP 95917194.3 VARIABLE PIXEL DEPTH AND FORMAT FOR VIDEO WINDOWS

0215EP 93301013.4 VIDEO PROCESSOR MULTIPLE STREAMS OF VIDEO DATA IN REAL-TIME

0369EP 96308452.0 A METHOD AND APPARATUS FOR UPSCALING VIDEO IMAGES WHEN PIXEL DATA USED FOR UPSCALING A SOURCE VIDEO IMAGE ARE UNAVAILABLE

0380EP 96119990.8 A GRAPHICS DISPLAY SYSTEM WITH A LOW LEVEL HARDWARE DEPENDENT GRAPHICS LIBRARY

0391EP 97104446.6 HARDWARE ASSIST FOR YUV DATA FORMAT CONVERSION TO SOFTWARE MPEG DECODER

0469EP 97304347.8 OBJECT REFERENCED MEMORY MAPPING

0479EP 97304513.1 REGISTER SET REORDERING FOR A GRAPHICS PROCESSOR BASED UPON THE TYPE OF PRIMITIVE TO BE RENDERED

JAPAN

0168JP 7-528390 VARIABLE PIXEL DEPTH AND FORMAT FOR VIDEO WINDOWS

0215JP 59,411/93 VIDEO PROCESSOR MULTIPLE STREAMS OF VIDEO DATA IN REAL-TIME

0369JP 8-312384 A METHOD AND APPARATUS FOR UPSCALING VIDEO IMAGES WHEN PIXEL DATA USED FOR UPSCALING A SOURCE VIDEO IMAGE ARE UNAVAILABLE

0380JP 8-341801 A GRAPHICS DISPLAY SYSTEM WITH A LOW LEVEL HARDWARE DEPENDENT GRAPHICS LIBRARY

0391JP 9-687573 HARDWARE ASSIST FOR YUV DATA FORMAT CONVERSION TO SOFTWARE MPEG DECODER

0469JP 9-167231 OBJECT REFERENCED MEMORY MAPPING

0479JP 9-172331 REGISTER SET REORDERING FOR A GRAPHICS PROCESSOR BASED UPON THE TYPE OF PRIMITIVE TO BE RENDERED

SOUTH KOREA

0168KR 96-706097 VARIABLE PIXEL DEPTH AND FORMAT FOR VIDEO WINDOWS

TAIWAN

0369TW 85114412 A METHOD AND APPARATUS FOR UPSCALING VIDEO IMAGES WHEN PIXEL DATA USED FOR UPSCALING A SOURCE VIDEO IMAGE ARE UNAVAILABLE

0380TW 86102127 A GRAPHICS DISPLAY SYSTEM WITH A LOW LEVEL HARDWARE DEPENDENT GRAPHICS LIBRARY

0391TW 86102702   HARDWARE ASSIST FOR YUV DATA FORMAT CONVERSION TO
SOFTWARE MPEG DECODER

0469TW 86107696   OBJECT REFERENCED MEMORY MAPPING

0479TW 86107629   REGISTER SET REORDERING FOR A GRAPHICS PROCESSOR BASED
UPON THE TYPE OF PRIMITIVE TO BE RENDERED

0495TW 86114236   INSTRUCTION FORMAT FOR ENSURING SAFE EXECUTION OF
DISPLAY LIST

0527TW 86120015   IMPROVED DITHERING METHOD AND APPARATUS USING RAMP
PROBABILITY LOGIC

<u>PCT</u>

0168 PCT/US95/05259 VARIABLE PIXEL DEPTH AND FORMAT FOR VIDEO WINDOWS

0495 PCT/US97/17418 INSTRUCTION FORMAT FOR ENSURING SAFE EXECUTION OF
DISPLAY LIST

0527 PCT/US97/23908 IMPROVED DITHERING METHOD AND APPARATUS USING RAMP
PROBABILITY LOGIC

0595 _____* METHOD FOR EMULATING VIDEO PORT MANAGER INTERFACE

*Assignee may insert serial numbers for 0595 Taiwan and PCT application once they are known.